

ITEL

RECORDATION NO. 9290-H Filed 1425

AUG 29 1986 2 20 PM

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

INTERSTATE COMMERCE COMMISSION

August 28, 1986

Honorable Noreta R. McGee, Secretary
Interstate Commerce Commission
Washington, DC 20423

\$10.00 filing fee

Re: Partially Restated Equipment Schedule to the 1978 Series 1 Equipment Trust Agreement dated as of July 30, 1986

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this instrument under the 1978 Series 1 Equipment Trust Agreement dated January 1, 1978, which was filed with the ICC on March 21, 1978 and given Recordation No. 9290.

This instrument is being filed by Itel Rail Corporation, as successor in interest to SSI Rail Corporation and to Itel Rail Corporation, Rail Division, to restate in a single list the units of equipment listed in Schedule A of the Equipment Trust Agreement dated January 1, 1978, as earlier heretofore reported. The equipment covered is listed on Restated Schedule A to the enclosed instrument.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

Josie Villaflores
Legal Assistant

JV:ps
Enclosure

6-241A 038
No. AUG 29 1986
Date
Fee \$ 10.00

Washington, D. C.

ICC OFFICE OF
THE SECRETARY
AUG 29 2 28 PM '86
MOTOR OPERATING UNIT

this one is 9290-H
C. Davis

9290-14
 AUG 29 1986 -2 22 PM

INTERSTATE COMMERCE COMMISSION

08/28/86

**PARTIALLY RESTATED EQUIPMENT SCHEDULE TO THE 1978 SERIES 1
 EQUIPMENT TRUST AGREEMENT BETWEEN
 FIRST SECURITY BANK OF UTAH, N.A., AS TRUSTEE,
 AND ITEL CORPORATION, RAIL DIVISION**

PARTIALLY RESTATED EQUIPMENT SCHEDULE dated as of July 30, 1986, to the 1978 Series 1 Equipment Trust Agreement, dated as of January 1, 1978 ("1978 Series 1 Equipment Trust Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), and **ITEL CORPORATION, RAIL DIVISION**.

WHEREAS, Itel Rail Corporation, successor in interest to Itel Corporation, Rail Division, and First Security Bank of Utah, N.A., are parties to an Equipment Trust Agreement, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on March 21, 1978 and given recordation number 9290; and

WHEREAS, Schedule A of the 1978 Series 1 Equipment Trust Agreement sets forth the amount and reporting mark series of Trust Equipment (as defined in the 1978 Series 1 Equipment Trust Agreement); and

WHEREAS, certain supplements have been filed from time to time setting forth the new reporting marks of Trust Equipment that has been re-marked; and

WHEREAS, certain of the Trust Equipment has been destroyed; and

WHEREAS, the 1978 Series 1 Equipment Trust has been consolidated, amended and restated in the Consolidated, Amended and Restated Equipment Trust Agreement (the "ETC Modification Agreement") which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail Corporation, as successor in interest to Itel Corporation, Rail Division, wishes to restate the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A to set forth the amount, car type and reporting marks of the Trust Equipment as of July 30, 1986.

NOW, THEREFORE, pursuant to the covenants and promises contained in the 1978 Series 1 Equipment Trust Agreement, Itel Rail Corporation agrees as follows:

1. Restated Schedule A, attached hereto, is inserted in place of the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A.

2. The only purposes of this instrument are to notify the Trustee in consolidated list as of July 30, 1986, of the already reported changes that have been made in the number of units of Trust Equipment covered by the 1978 Series 1 Equipment Trust Agreement and the changes in reporting marks thereof, and to restate Schedule A of the 1978 Series 1 Equipment Trust Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the 1978 Series 1 Equipment Trust Agreement.

(Seal)

Attest:

ITEL RAIL CORPORATION

By: Robert C. Kiehle
Robert C. Kiehle
Vice President-Finance

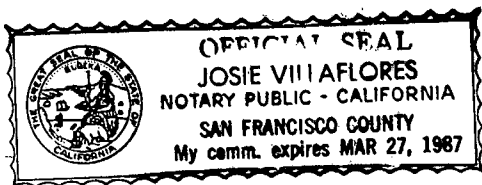
Howard L. Chabner
Howard L. Chabner
Assistant Secretary

1978 SERIES 1 ETC SERIES TRUST
Filed Under I.C.C. Recordation No. 9290
on March 21, 1978

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
AN 5200-5204	192	XM
AN 5206-5260		
AN 5262-5272		
AN 5274-5293		
AN 5295-5296		
AN 5298-5319		
AN 5321-5329		
AN 5331-5376		
AN 5378-5399		
MB 4000-4005	6	XM
MTW 8000-8027	48	XP
MTW 8029-8048		
NLG 5001-5015	98	XM
NLG 5017-5034		
NLG 5036-5100		
TASD 78601-78641	98	XM
TASD 78643-78683		
TASD 78685-78700		
Total:	442	

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 28th day of August, 1986, before me personally appeared Robert C. Kiehle, to me personally known, who being by me duly sworn, says that such person is Vice President-Finance of IteL Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Josie Villaflores

Notary Public